

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

MASSACHUSETTS MUTUAL LIFE INSURANCE
COMPANY,

Plaintiff,

v.

MERRILL LYNCH, PIERCE, FENNER & SMITH INC.;
DEUTSCHE BANK SECURITIES INC.; GOLDMAN,
SACHS & CO., INC.; J.P. MORGAN SECURITIES LLC;
and RBS SECURITIES INC.,

Defendants.

No. 3:11-cv-30285-MAP

**ASSENTED-TO MOTION FOR EXTENSION OF
DEFENDANTS' TIME TO RESPOND TO THE COMPLAINT**

Defendants Merrill Lynch, Pierce, Fenner & Smith Inc., Deutsche Bank Securities Inc., Goldman, Sachs & Co., J.P. Morgan Securities LLC and RBS Securities Inc.

("Defendants") hereby move for an extension of their time to answer, move or otherwise respond to the complaint filed by Plaintiff Massachusetts Mutual Life Insurance Company ("Plaintiff") in the above-captioned action (the "Action"), as stipulated to by the parties, through their undersigned counsel, as set forth below. Plaintiff, through its undersigned counsel, assents to the motion.

On December 29, 2011, Plaintiff commenced the above-captioned action by filing a complaint (the "Complaint") in the United States District Court for the District of Massachusetts. The instant action asserts the same cause of action and the same allegations with respect to a subset of the same mortgage-backed securities and offering documents that are at issue in Massachusetts Mutual Life Insurance Co. v. Residential Funding Company, LLC et al., No. 11-cv-30035 (the "'035 Action"), filed on February 9, 2011.

On January 30, 2012, the Court granted the parties' assented-to motion, providing that Defendants are not required to answer, move or otherwise respond to the Complaint prior to February 17, 2012.

By Memorandum and Order entered on February 14, 2012, the Court granted in part and denied in part the motions to dismiss filed in the '035 Action and directed the parties to serve and file within twenty (20) days answers to the complaint in that action and the complaints in the other actions addressed in that Memorandum and Order (collectively with the '035 Action, the "Other Actions").

The parties are currently conferring in good faith to negotiate a stipulation that will avoid burdening the Court with briefing redundant of the issues resolved by this Court in the '035 Action and, to the extent practicable, enable the Action to proceed on the same schedule as the Other Actions. The present assented-to motion is intended to afford the parties additional time in which to discuss the most efficient way to proceed and, if possible, reach agreement on the specific terms of such a stipulation; this motion is not intended to set, and the parties have not yet stipulated to, a final date by which Defendants must answer, move or otherwise respond to the Complaint.

Accordingly, counsel for Plaintiff and counsel for Defendants conferred and have stipulated and agreed, subject to the approval of the Court, as follows:

1. Defendants are not required to answer, move or otherwise respond to the Complaint prior to February 24, 2012.
2. By entering into this stipulation, Plaintiff and Defendants do not waive the right to seek additional extensions from the Court.

3. By entering into this stipulation, Plaintiff and Defendants do not waive, and expressly preserve, any and all rights and defenses, including but not limited to the right to replead or amend the allegations in support of any claims or assert any defenses relating to jurisdiction, venue, arbitration, service of process and statute of limitations that may be available in this Action.

WHEREFORE, the parties respectfully request that this Court:

1. Grant the instant motion to enter an Order per the terms stipulated to by the parties, as set forth herein.

2. Grant such further relief as may be just and proper.

Dated: February 17, 2012

Respectfully submitted,

/s/ Edward J. McDonough, Jr.

Edward J. McDonough, Jr. (BBO 331590)
Stephen E. Spelman (BBO 632089)
EGAN, FLANAGAN AND COHEN, P.C.
67 Market Street, P.O. Box 9035
Springfield, Massachusetts 01102
ejm@efclaw.com
ses@efclaw.com

Of Counsel

Philippe Z. Selendy
Jennifer J. Barrett
QUINN EMANUEL URQUHART &
SULLIVAN LLP
51 Madison Avenue, 22nd Floor
New York, New York 10010-1601

*Counsel for Plaintiff Massachusetts Mutual
Life Insurance Company*

/s/ Jeffrey L. McCormick

Jeffrey L. McCormick (BBO 329740)
ROBINSON DONOVAN, P.C.
1500 Main Street #1600
Springfield, Massachusetts 01115

Of Counsel

Robert H. Baron
Karin DeMasi
CRAVATH, SWAINE & MOORE LLP
825 Eighth Avenue
New York, New York 10019
(212) 474-1000

*Counsel for Defendant J.P. Morgan
Securities LLC*

/s/ Andrea J. Robinson

Jeffrey B. Rudman (BBO 433380)
Andrea J. Robinson (BBO 556337)
Christopher B. Zimmerman (BBO 653854)
Adam J. Hornstine (BBO 666296)
Brian J. Boyle Jr. (BBO 676683)
WILMER CUTLER PICKERING
HALE AND DORR LLP
60 State Street
Boston, Massachusetts 02109

*Counsel for Defendant Merrill Lynch,
Pierce, Fenner & Smith Inc.*

/s/ Mark A. Berthiaume

Mark A. Berthiaume (BBO #041715)
GREENBERG TRAURIG, LLP
One International Place
Boston, Massachusetts 02110
Tel: (617) 310-6007
Fax: (617) 310-6001

Of Counsel

Richard H. Klapper
Theodore Edelman
Stephanie G. Wheeler
SULLIVAN & CROMWELL LLP
125 Broad Street
New York, New York 10004-2498
(212) 558-4000

*Counsel for Defendant Goldman, Sachs
& Co.*

/s/ Kathy B. Weinman

Kathy B. Weinman, BBO No. 541993
Azure Abuirmeileh, BBO No. 670325
COLLORA LLP
600 Atlantic Avenue
Boston, MA 02210
Tel: (617) 371-1000
Fax: (617) 371-1037
kweinman@collorallp.com
aabuirmeileh@collorallp.com

Of Counsel

Thomas C. Rice (trice@stblaw.com) (*pro
hac vice* application forthcoming)
Alan Turner (aturner@stblaw.com) (*pro hac
vice* application forthcoming)
SIMPSON THACHER & BARTLETT LLP
425 Lexington Avenue
New York, NY 10017
Tel: (212) 455-2000
Fax: (212) 455-2502

*Counsel for Defendants RBS Securities Inc.
and Deutsche Bank Securities Inc.*

CERTIFICATE OF SERVICE

I hereby certify that this document, filed through the ECF system will be sent electronically to the registered participants as identified on the Notice of Electronic Filing (NEF) and paper copies will be sent to those indicated as non-registered participants on this 17th day of February, 2012.

/s/ Jeffrey L. McCormick